

**EXHIBITS F-I OF DECLARATION OF NEIL J. OXFORD
IN SUPPORT OF THE MEMORANDUM OF
MOVANTS IN OPPOSITION TO THE MOTION IN LIMINE OF BARCLAYS
CAPITAL INC. FOR AN ORDER EXCLUDING THE EXPERT TESTIMONY OF
DANIEL MCISAAC REGARDING LBI'S OBLIGATIONS UNDER SEC RULES 15c3-1,
15c3-3 AND/OR THE SECURITIES INVESTOR PROTECTION ACT**

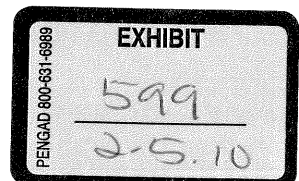
EXHIBIT F

From: william.burke@barclayscapital.com
To: [Puente, Jeffrey \(US - New York\)](#)
Subject: FW: Revised LBI Reserve Formula - Sept 19, 2008
Date: Friday, January 09, 2009 4:15:33 PM
Attachments: [ADP Customer-PAIB Reserve Calculation 091908-Updated with ADP Change PROFORMA v 010709 agreed.xls](#)

fyi

>
> From: Sudarsan, Daniram: Loan Operations (NYK)
> Sent: Thursday, January 08, 2009 12:22 PM
> To: McLaughlin, Kendall J: Loan Operations (NYK)
> Cc: Buonocore, Salvatore: Loan Operations (NYK); Potenciano, Joel:
> Finance (NYK); Burke, William T: Finance (NYK)
> Subject: Revised LBI Reserve Formula - Sept 19, 2008
>
> Kendall,
>
> We had a meeting where Sal and myself discussed with Bill and Joel the
> revised Reserve Formula as of 9/19/08 based on the revised allocation
> reports produced by Broadridge.
>
> The net effect was that the reserve requirement increased by \$213 mln.
>
> Summary:
>
> Reclass of customers to PB fails:
>
> A benefit of \$255 mln was obtained due to reclass of PB fails that
> were comprehended as customer positions in the production Reserve
> Formula as of 9/19 which was made up of a decrease in credit
> allocations of \$644 and decrease in debits of \$390 mln.
>
> The requirement went up by \$468 mln mln due to the effect of the 097
> double allocation.
>
>
> <<ADP Customer-PAIB Reserve Calculation 091908-Updated with ADP
> Change PROFORMA v 010709 agreed.xls>>
>
> Thanks
>
> Dan
>

This e-mail may contain information that is confidential, privileged or otherwise protected from disclosure. If you are not an intended recipient of this e-mail, do not duplicate or redistribute it by any means. Please delete it and any attachments and notify the sender that you have received it in error. Unless specifically indicated, this e-mail is not an offer to buy or sell or a solicitation to buy or sell any securities, investment products or other financial product or service, an official confirmation of any transaction, or an official statement of Barclays. Any views or opinions presented are solely those of the author and do not necessarily represent those of Barclays. This e-mail is subject to terms available at the following link: www.barcap.com/emaildisclaimer. By messaging with Barclays you consent to the foregoing. Barclays Capital is the investment banking division of Barclays Bank PLC, a company registered in England (number 1026167) with its registered office at 1 Churchill Place, London, E14 5HP. This email may relate to or be sent from other members of the Barclays Group.



15c3-3 CUSTOMER RESERVE COMPUTATION
BROKER DEALER UNIT
AS OF SEPTEMBER 19, 2008
(in 000'S)

	with ADP Change 09/19/2008	Production 09/19/2008	VARIANCE
1. CUSTOMER CREDITS:			
CUSTOMER SECURITY ACCOUNTS	8,512,491	8,512,491	-
CUSTOMER ADJUSTMENTS	1,059,956	1,059,956	-
UNMAPED CUSTOMER PAYABLE	80	80	-
CUSTOMER NETTING LBI (incl. 941-20159 & 941-20160)	(138,131)	(138,131)	-
CUSTOMER NETTING NB	(77,250)	(77,250)	-
944 CREDITS	(446,586)	-	(446,586)
NON-BROKER DEALER AFFILIATES TYPE 5	290	290	-
BOOKKEEPING ADJUSTMENTS	-	-	-
CUSTOMER ADJUSTMENTS VS. ADP OMNI (097-00084)	-	-	-
NON-NETWORK OFFSHR MUTUAL FUNDS	-	-	-
BANK OVERDRAFTS	222,207	222,207	-
NON-BROKER DEALER AFFILIATES - OTHER TYPES	210,769	210,769	-
HOUSE ACCOUNTS	2,525	2,525	-
TEFRA WITHHOLDING PAYABLE	95	95	-
LEGAL LEDGER CONTRA ACCOUNTS	116	116	-
BREAK VS. CUSTOMER LONG	268,711	84,788	183,923
FIRM LONG VS. CUSTOMER SHORT	(262,832)	(281,484)	18,652
NONCUST LONG VS. CUSTOMER SHORT	(6,484,698)	(6,857,319)	372,621
REVERSE REPO VS. CUSTOMER SHORT	-	-	-
PAIB LONG VS. CUSTOMER SHORT	(10,975)	(11,596)	621
SHORT & CREDIT INTEREST	28,371	28,371	-
MONEY FUND SETTLEMENTS 098-00003 & 098-70001	290	290	-
UNALLOCATED CUSTOMER SHORT	-	-	-
TOTAL CUSTOMER CREDITS	2,885,428	2,756,197	129,231
2. CUSTOMER BANK LOAN:			
OCC MARGIN	-	-	-
OCC MARGIN DEFICIT	-	-	-
OCC COMMINGLED MARGIN (NONCUST BANK LOAN)	-	-	-
STOCK BORROW VS. CUST BANK LOAN	65	-	65
STOCK BORROW VS. FIRM BANK LOAN	-	-	-
STOCK BORROW PLEDGE Q VS. FIRM BANK LOAN	-	-	-
STOCK BORROW PLEDGE NQ VS. FIRM BANK LOAN	-	-	-
STOCK BORROW L/C VS FIRM BANK LOAN	-	-	-
FAIL TO DELIVER VS. FIRM BANK LOAN	-	-	-
CUSTOMER BANK LOAN VS. NON-CUST LONG	-	-	-
CUSTOMER LONG VS. CUSTOMER BANK LOAN	181,664	181,854	(190)
CUST BANK LOAN - CUST NOT LONG	-	-	-
NONCUST BANK LOAN - NONCUSTOMER NOT LONG	-	-	-
FIRM BANK LOAN - FIRM NOT LONG	-	-	-
TOTAL CUSTOMER BANK LOAN	181,729	181,854	(125)
3. CUSTOMER STOCK LOAN:			
STOCK LOAN	8,421,983	8,421,983	-
STOCK LOAN MTM	(642,717)	(642,717)	-
STOCK LOAN WITH CLEARING ORG	-	-	-
STOCK LOAN FREE OF MONEY	5,224,063	5,224,063	-
STOCK LOAN MTM DEFICIT	468	468	-
STOCK LOAN BOB ADJUSTMENT	-	-	-
UNALLOCATED STOCK LOAN ADJ	-	-	-
STOCK LOAN VS. STOCK BORROW L/C	-	-	-
STOCK LOAN PLEDGE VS. STOCK BORROW L/C	-	-	-
STOCK LOAN VS. REVERSE REPO	-	-	-
STOCK LOAN PLEDGE VS. REVERSE REPO	-	-	-
STOCK LOAN VS. PAIB LONG	-	-	-
STOCK LOAN PLEDGE VS. PAIB LONG	(80,016)	(80,009)	(7)
STOCK LOAN VS. STOCK BORROW	(9,344,291)	(9,344,291)	-
STOCK LOAN VS. STOCK BORROW PLEDGE Q	(21,386)	(21,386)	-
STOCK LOAN VS. STOCK BORROW PLEDGE NQ	(7,499)	(7,499)	-
STOCK LOAN PLEDGE VS. STOCK BORROW	(256,503)	(256,503)	-
STOCK LOAN PLEDGE VS. STOCK BORROW PLEDGE Q	(9,644)	(9,644)	-
STOCK LOAN PLEDGE VS. STOCK BORROW PLEDGE NQ	(28,422)	(28,422)	-
STOCK LOAN VS. NONCUSTOMER LONG	(249,244)	(247,637)	(1,607)
STOCK LOAN PLEDGE VS. NONCUSTOMER LONG	(461,907)	(461,255)	(652)
STOCK LOAN VS. FIRM LONG	(181,875)	(181,875)	-
STOCK LOAN PLEDGE VS. FIRM LONG	(334,323)	(334,323)	-
TOTAL CUSTOMER STOCK LOAN	2,028,687	2,030,953	(2,266)

15c3-3 CUSTOMER RESERVE COMPUTATION

BROKER DEALER UNIT
AS OF SEPTEMBER 19, 2008

(in 000'S)

	with ADP Change 09/19/2008	Production 09/19/2008	VARIANCE
4. CUSTOMER FAIL TO RECEIVE:			
FAIL TO RECEIVE	6,548,855	5,318,473	1,230,382
CNS FAIL TO RECEIVE	99,743	99,743	-
MISC FAIL TO RECEIVE ADJUSTMENTS	-	-	-
OMNI FAIL TO RECEIVE ADJUSTMENTS	-	-	-
FAIL TO RECEIVE MTM ADJUSTMENT	-	-	-
FAIL TO RECEIVE ADJ. PAM MONEY MARKET FUND	6,907	6,907	-
FAIL TO RECEIVE VS. FAIL TO DELIVER	(545,964)	(363,249)	(182,715)
FAIL TO RECEIVE VS. REVERSE REPO	-	-	-
FAIL TO RECEIVE VS. MTM DEFICIT	-	-	-
FAIL TO RECEIVE VS. STOCK BORROW	(632,486)	(488,042)	(144,444)
FAIL TO RECEIVE VS. STOCK BORROW PLEDGE Q	(34,033)	(23,607)	(10,426)
FAIL TO RECEIVE VS. STOCK BORROW PLEDGE NQ	-	-	-
FAIL TO RECEIVE VS. STOCK BORROW L/C	-	-	-
FAIL TO RECEIVE VS. FAIL TO DELIVER CNS	(47,642)	(25,903)	(21,739)
FAIL TO RECEIVE VS. FIRM LONG	(1,139,266)	(1,046,635)	(92,631)
FAIL TO RECEIVE VS. NONCUSTOMER LONG	(1,982,469)	(1,661,289)	(321,180)
FAIL TO RECEIVE VS. PAIB LONG	(7,368)	(4,066)	(3,302)
FAIL TO RECEIVE VS. UNALLOCATED / BREAK	-	-	-
CNS FAIL TO RECEIVE VS. FIRM LONG	(55,708)	(55,709)	1
CNS FAIL TO RECEIVE VS. NONCUSTOMER LONG	(12,668)	(12,668)	-
CNS FAIL TO RECEIVE VS. PAIB LONG	(7)	(7)	-
CNS FAIL TO RECEIVE ADJUSTMENT	-	-	-
CNS FAIL TO RECEIVE VS. STOCK BORROW	(15,169)	(15,106)	(63)
CNS FAIL TO RECEIVE VS. STOCK BORROW PLEDGE Q	(32)	(23)	(9)
CNS FAIL TO RECEIVE VS. STOCK BORROW PLEDGE NQ	-	-	-
CNS FAIL TO RECEIVE VS. STOCK BORROW L/C	-	-	-
CNS FAIL TO RECEIVE VS. REVERSE REPO	-	-	-
CNS FAIL TO RECEIVE VS. FAIL TO DELIVER	(2,510)	(1,487)	(1,023)
TOTAL CUSTOMER FAIL TO RECEIVE	2,180,184	1,727,333	452,851
5. FIRM SHORT VS CUSTOMER LONG:			
TOTAL FIRM SHORT	-	-	-
FIRM OMNI SHORT	-	-	-
FIRM SHORT VS. CUSTOMER LONG	101,821	137,078	(35,257)
NONCUSTOMER SHORT VS. CUSTOMER LONG	2,867,507	3,447,193	(579,686)
REPO VS. CUSTOMER LONG	1,520,964	1,805,374	(284,410)
PAIB SHORT VS. CUSTOMER LONG	60,742	122,322	(61,580)
REPO VS. UNALLOCATED	12,674	5,295	7,379
FIRM SHORT VS. UNALLOCATED	7,187	5,230	1,957
NONCUSTOMER SHORT VS. UNALLOCATED	16,047	17,978	(1,931)
TOTAL FIRM SHORT VS. CUSTOMER LONG	4,586,942	5,540,470	(953,528)
6. CUSTOMER DIVIDEND & INTEREST:			
DIVIDEND & INT PAYABLES	26,684	26,684	-
ADJUSTMENTS FROM DIVIDEND DEPT.	(21,362)	(21,362)	-
TOTAL CUSTOMER DIVIDENDS & INTEREST	5,322	5,322	
7. SECURITY COUNT DIFFERENCE > 7 DAYS:			
8. SUSPENSE ACCOUNTS			
SUSPENSE CREDITS & SMV:	35,290	35,290	-
CUSTOMER UNAPPLIED 090-01234	11,553	11,553	-
ABANDONED PROPERTY / SOFT DOLLARS / COMM. REBATES	85,319	85,319	-
TOTAL SUSPENSE ACCOUNTS	132,162	132,162	-
9. AGED TRANSFERS & REORGANIZATION:			
TRANSFER SHORTS OVER 40 DAYS	-	-	-
REORG/REDEMPTION SMV OVER 7 DAYS	-	-	-
TOTAL AGED TRANSFERS & REORGANIZATION	-	-	-
10. OTHER:			
OTHER CREDITS	-	-	-
TOTAL OTHER	-	-	-
TOTAL CREDITS	12,000,454	12,374,291	(373,837)

through I to Declaration Pg 7 of 29

15c3-3 CUSTOMER RESERVE COMPUTATION

BROKER DEALER UNIT

AS OF SEPTEMBER 19, 2008

(in 000'S)

	with ADP Change 09/19/2008	Production 09/19/2008	VARIANCE
12. CUSTOMER DEBITS:			
CUSTOMER SECURITY ACCOUNTS	4,946,070	4,946,070	-
CUSTOMER NETTING LBI (incl. 941-20159 & 941-20160)	(138,131)	(138,131)	-
CUSTOMER NETTING NB	(77,250)	(77,250)	-
944 DEBITS	(836,398)	-	(836,398)
CUSTOMER ADJUSTMENT	3,492,635	3,492,635	-
CUSTOMER ADJUSTMENTS VS. ADP OMNI (097-00084)	-	-	-
BOOKKEEPING ADJUSTMENTS	-	-	-
INV ADVISORY FEES RELATED TO NB MARGIN DEBITS	-	-	-
MONEY FUND RECEIVABLE	(81,568)	(81,568)	-
MARGIN INTEREST	41,227	41,227	-
UNSECURED DEBITS	(21,006)	(21,006)	-
PARTLY SECURED DEBITS	(1,745)	(1,745)	-
NON-PURPOSE LOANS	(189,409)	(189,409)	-
RULE 144 UNSECURED DEBITS	-	-	-
SECURITY CONCENTRATION	-	-	-
TOTAL CUSTOMER DEBITS	7,134,424	7,970,822	(836,398)
13. CUSTOMER STOCK BORROW:			
STOCK BORROW	26,275,972	26,275,972	-
STOCK BORROW MTM	(5,909,361)	(5,909,361)	-
STOCK BORROW L.O.C.	-	-	-
STOCK BORROW VS. CUST SHORT ADJ.	-	-	-
STOCK BORROW FREE OF MONEY	8,438,386	8,438,386	-
STOCK BORROW L/C VS SECURED BK LOAN	-	-	-
STOCK BORROW L/C VS. CUSTOMER SHORT	-	-	-
STOCK BORROW NQ VS. CUSTOMER SHORT	(5,612)	(10,976)	5,364
STOCK BORROW L/C VS. FIRM BANK LOAN	-	-	-
STOCK BORROW NQ VS. FIRM BANK LOAN	-	-	-
STOCK BORROW VS STOCK LOAN	(9,344,291)	(9,344,291)	-
STOCK BORROW VS. STOCK LOAN PLEDGE	(256,503)	(256,503)	-
STOCK BORROW PLEDGE Q VS. STOCK LOAN	(21,386)	(21,386)	-
STOCK BORROW PLEDGE NQ VS. STOCK LOAN	(7,499)	(7,499)	-
STOCK BORROW PLEDGE Q VS. STOCK LOAN PLEDGE	(9,644)	(9,644)	-
STOCK BORROW PLEDGE NQ VS. STOCK LOAN PLEDGE	(28,422)	(28,422)	-
STOCK BORROW L/C VS. STOCK LOAN	-	-	-
STOCK BORROW L/C VS. STOCK LOAN PLEDGE	-	-	-
STOCK BORROW L/C VS. FIRM SHORT	-	-	-
STOCK BORROW L/C VS. NONCUSTOMER SHORT	-	-	-
STOCK BORROW VS. FIRM SHORT	(3,714,514)	(3,714,514)	-
STOCK BORROW VS. NONCUSTOMER SHORT	(6,679,542)	(6,670,788)	(8,754)
STOCK BORROW PLEDGE Q VS FIRM SHORT	(201,992)	(201,992)	-
STOCK BORROW PLEDGE Q VS. NONCUSTOMER SHORT	(340,875)	(340,769)	(106)
STOCK BORROW PLEDGE NQ VS. FIRM SHORT	(794,427)	(794,427)	-
STOCK BORROW PLEDGE NQ VS. NONCUSTOMER SHORT	(632,690)	(630,382)	(2,308)
STOCK BORROW VS. THE BOX	(156,047)	(269,782)	113,735
STOCK BORROW PLEDGE Q VS. THE BOX	(4,614)	(38,241)	33,627
STOCK BORROW PLEDGE NQ VS. THE BOX	(13,423)	(82,771)	69,348
STOCK BORROW L/C VS. THE BOX	-	-	-
STOCK BORROW VS. FAIL REC CNS	(15,169)	(15,106)	(63)
STOCK BORROW PLEDGE Q VS. F/R CNS	(32)	(23)	(9)
STOCK BORROW PLEDGE NQ VS. F/R CNS	-	-	-
STOCK BORROW L/C VS. F/R CNS	-	-	-
STOCK BORROW L/C VS. REPO	-	-	-
STOCK BORROW VS. REPO	(1,341,239)	(1,341,239)	-
STOCK BORROW PLEDGE Q VS. REPO	(46,141)	(46,141)	-
STOCK BORROW PLEDGE NQ VS. REPO	(365,820)	(365,820)	-
STOCK BORROW VS. UNALLOCATED	(213,328)	(99,827)	(113,501)
STOCK BORROW PLEDGE Q VS. UNALLOCATED	(25,215)	(1,704)	(23,511)
STOCK BORROW PLEDGE NQ VS. UNALLOCATED	(78,558)	(7,128)	(71,430)
STOCK BORROW L/C VS. UNALLOCATED	-	-	-
STOCK BORROW VS. PAIB SHORT	(442,171)	(442,429)	258
STOCK BORROW PLEDGE Q VS. PAIB SHORT	(215)	(215)	-
STOCK BORROW PLEDGE NQ VS. PAIB SHORT	(15,569)	(18,115)	2,546
STOCK BORROW L/C VS. PAIB SHORT	-	-	-
STOCK BORROW L/C VS. FAIL TO RECEIVE	-	-	-
STOCK BORROW VS. FAIL TO RECEIVE	(632,486)	(488,042)	(144,444)
STOCK BORROW PLEDGE Q VS. FAIL TO RECEIVE	(34,033)	(23,607)	(10,426)
STOCK BORROW PLEDGE NQ VS. FAIL TO RECEIVE	(4,526)	(1,005)	(3,521)
TOTAL CUSTOMER STOCK BORROW	3,379,015	3,532,210	(153,195)

through I to Declaration Pg 8 of 29

15c3-3 CUSTOMER RESERVE COMPUTATION

BROKER DEALER UNIT
AS OF SEPTEMBER 19, 2008
(in 000'S)

	with ADP Change 09/19/2008	Production 09/19/2008	VARIANCE
14. CUSTOMER FAIL TO DELIVER:			
FAIL TO DELIVER	6,819,473	4,960,740	1,858,734
CNS FAIL TO DELIVER	1,900,343	1,900,343	-
MISC FAIL TO DELIVER ADJUSTMENTS	2,060,021	2,060,021	-
OMNI FAIL TO DELIVER ADJUSTMENTS	-	-	-
FAIL TO DELIVER MTM ADJUSTMENT	-	-	-
FAIL TO DELIVER ADJUSTMENT	-	-	-
FAIL TO DELIVER VS. FAIL TO RECEIVE	(545,964)	(363,249)	(182,715)
FAIL TO DELIVER VS. FAIL TO RECEIVE CNS	(2,510)	(1,487)	(1,023)
FAIL TO DELIVER OVER CALENDAR 30 DAYS	(826)	(826)	-
FAIL TO DELIVER VS. FIRM SHORT	(885,868)	(742,968)	(142,900)
FAIL TO DELIVER VS. PAIB SHORT	(20,506)	(43,487)	22,981
FAIL TO DELIVER VS. REPO	(726,754)	(466,128)	(260,626)
FAIL TO DELIVER VS. THE BOX	(613,086)	(1,107,188)	494,102
FAIL TO DELIVER VS. NON-CUSTOMER SHORT	(3,315,995)	(2,936,233)	(379,762)
FAIL TO DELIVER VS. UNALLOCATED/ BREAK	(1,282,051)	(276,055)	(1,005,996)
CNS FAIL TO DELIVER VS. FIRM SHORT	(438,105)	(452,940)	14,835
CNS FAIL TO DELIVER VS. NONCUSTOMER SHORT	(660,121)	(665,286)	5,165
CNS FAIL TO DELIVER VS. PAIB SHORT	(26,172)	(62,417)	36,245
CNS FAIL TO DELIVER VS. THE BOX	(80,652)	(264,016)	183,364
CNS FAIL TO DELIVER VS. REPO	(101,016)	(96,672)	(4,344)
CNS FAIL TO DELIVER VS. CUSTOMER BANK LOAN	(125)	-	(125)
CNS FAIL TO DELIVER VS. UNALLOC/BREAK	(259,490)	(27,371)	(232,119)
CNS FAIL TO DELIVER VS. FAIL TO RECEIVE	(47,642)	(25,903)	(21,739)
TOTAL CUSTOMER FAIL TO DELIVER	1,772,955	1,388,878	384,077
15. CUSTOMER MARGIN WITH OCC			
OCC MARGIN	-	-	-
OCC PROPRIETARY QUALIFIED COLLATERAL	507,418	507,418	-
OCC COMMINGLED MARGIN (CUST. BANK LOAN)	-	-	-
TOTAL CUSTOMER MARGIN WITH OCC	507,418	507,418	-
16. OTHER			
OTHER CUSTOMER DEBITS	-	-	-
TOTAL OTHER	-	-	-
17. AGGREGATE DEBIT ITEMS	12,793,812	13,399,328	(605,516)
18. LESS 3%	(383,814)	(401,980)	18,166
19. TOTAL 15C3-3 DEBITS	12,409,998	12,997,348	(587,350)
20. EXCESS - DEBITS OVER CREDITS	409,544	623,057	(213,513)
21. DEFICIT - CREDITS OVER DEBITS			-

15c3-3 P.A.I.B COMPUTATION
BROKER DEALER UNIT
AS OF SEPTEMBER 19, 2008
(in 000'S)

	09/19/2008	09/19/2008	VARIANCE
1. P.A.I.B. CREDITS:			
PAIB CREDITS	2,235,573	2,235,573	-
BREAK VS. PAIB LONG	254,621	99,471	155,151
PAIB CREDIT ADJ	(8,000)	(8,000)	-
PAIB DEFERRED COMMISSIONS AND IA FEES	11,659	11,659	-
PAIB LONG VS CUSTOMER SHORT	10,975	11,596	(621)
FIRM LONG vs PAIB SHORT	(3,419)	(21,967)	18,548
NONCUST LONG VS. PAIB SHORT	(331,895)	(173,085)	(158,810)
UNALLOCATED PAIB SHORT	589	-	589
PAIB SHORT VS CUSTOMER LONG	(60,742)	(122,322)	61,580
P.A.I.B. CREDITS:	2,109,361	2,032,924	76,437
2. PAIB BANK LOAN:			
OCC MARGIN	-	-	-
OCC MARGIN DEFECIT	-	-	-
PAIB LONG VS. FIRM BANK LOAN	-	-	-
PAIB LONG VS. CUST BANK LOAN	114	114	-
PAIB LONG VS. PAIB BANK LOAN	-	-	-
PAIB BANK LOAN - PAIB NOT LONG	-	-	-
CUST BANK LOAN- CUSTOMER NOT LONG	-	-	-
FIRM BANK LOAN- CUSTOMER NOT LONG	-	-	-
TOTAL P.A.I.B. BANK LOAN	114	114	-
3. PAIB STOCK LOAN:			
STOCK LOAN VS PAIB LONG	-	-	-
STOCK LN PLDG VS. PAIB LONG	80,016	80,009	7
TOTAL CUSTOMER STOCK LOAN	80,016	80,009	7
4. PAIB FAIL TO RECEIVE:			
FAIL TO RECEIVE VS PAIB LONG	7,368	4,066	3,302
CNS FAIL TO RECEIVE VS PAIB LONG	7	7	-
TOTAL P.A.I.B. FAIL TO RECEIVE	7,375	4,073	3,302

15c3-3 P.A.I.B COMPUTATION
BROKER DEALER UNIT
AS OF SEPTEMBER 19, 2008
(in 000'S)

	09/19/2008	09/19/2008	VARIANCE
5. FIRM SHORT VS PAIB LONG:			
REPO VS PAIB LONG	49,832	47,883	1,949
NONCUST SHORT VS. PAIB LONG	348,603	344,571	4,032
FIRM SHORT VS PAIB LONG	2,646	11,399	(8,753)
TOTAL FIRM SHORT VS P.A.I.B. LONG	401,081	403,853	(2,772)
6. PAIB DIVIDEND & INTEREST:			
STOCK DIVIDENDS > 30 DAYS	-	-	-
MONEY CONTROL ADJUSTMENT	-	-	-
DIVIDEND & INT PAYABLES > 7 DAYS	-	-	-
TOTAL P.A.I.B. DIVIDENDS & INTEREST	-	-	-
7. SECURITY COUNT DIFFERENCE > 7 DAYS:	-	-	-
8. SUSPENSE CREDITS & SMV > 7 DAYS:	-	-	-
9. AGED TRANSFERS & REORGANIZATION:			
TRANSFER SHORTS OVER 40 DAYS	-	-	-
REORG/REDEMPTION SMV OVER 7 DAYS	-	-	-
TOTAL AGED TRANSFERS & REORGANIZATION	-	-	-
10. OTHER:			
OTHER CREDITS	-	-	-
TOTAL OTHER	-	-	-
TOTAL PAIB CREDITS	2,597,947	2,520,973	76,974

15c3-3 P.A.I.B COMPUTATION
BROKER DEALER UNIT
AS OF SEPTEMBER 19, 2008
(in 000'S)

	09/19/2008	09/19/2008	VARIANCE
12. P.A.I.B. DEBITS:			
CUSTOMER SECURITY ACCOUNTS	1,955,103	1,955,103	-
VARIOUS PAIB DEBIT ADJ	(176,096)	(176,096)	-
UNSECURED DEBITS	-	-	-
PARTLY SECURED DEBITS	-	-	-
RULE 144 UNSECURED DEBITS	-	-	-
SECURITY CONCENTRATION	-	-	-
BREAK VS CUSTOMER LONG	-	-	-
P.A.I.B. DEBITS:	1,779,007	1,779,007	-
13. PAIB STOCK BORROW:			
STOCK BORROW VS PAIB SHORT	442,171	442,429	(258)
STOCK BORROW Q. VS. PAIB SHORT	215	215	-
STOCK BORROW NQ VS. PAIB SHORT	-	-	-
STOCK BORROW L/C VS PAIB SHORT	-	-	-
TOTAL P.A.I.B. STOCK BORROW	442,386	442,644	(258)
14. PAIB FAIL TO DELIVER:			
FAIL TO DELIVER OVER 30 DAYS	-	-	-
FAIL TO DELIVER VS PAIB SHORT	20,506	43,487	(22,981)
CNS FAIL TO DELIVER VS PAIB SHORT	26,172	62,417	(36,245)
CNS FAIL TO DELIVER VS THE BOX	-	-	-
CNS FAIL TO DELIVER VS REPO	-	-	-
CNS FAIL TO DELIVER VS UNALLOC./BREAK	-	-	-
CNS FAIL TO DELIVER VS FAIL TO RECEIVE	-	-	-
TOTAL P.A.I.B. FAIL TO DELIVER	46,678	105,904	(59,226)
15. PAIB MARGIN WITH OCC			
OCC MARGIN	-	-	-
CUSTOMER LONG SEG VS. CUST. BANK LOAN	-	-	-
OCC COMMINGLED MARGIN (CUST. BANK LOAN)	-	-	-
TOTAL P.A.I.B. MARGIN WITH OCC	-	-	-

15c3-3 P.A.I.B COMPUTATION
BROKER DEALER UNIT
AS OF SEPTEMBER 19, 2008
(in 000'S)

	<u>09/19/2008</u>	<u>09/19/2008</u>	<u>VARIANCE</u>
16. OTHER			
OTHER PAIB DEBITS	-	-	-
TOTAL OTHER	-	-	-
17. TOTAL PAIB DEBITS	2,268,071	2,327,555	(59,484)
20. EXCESS - DEBITS OVER CREDITS	-	-	-
21. DEFICIT - CREDITS OVER DEBITS	329,876	193,419	136,458

ADP ALLOCATION INPUT						
BEFORE ALLOCATION LONGS:	BEGINNING BALANCE	ADJUSTMENTS	FINAL BALANCE	FINAL BALANCE	DIFFERENCE	
Firm Long	944,034,966,223		944,034,966,223	944,034,966,223	0	
Specialist Long	0		0	0	0	
Customer Long	139,238,031,658		139,238,031,658	24,701,562,834	114,536,468,824	
Non-Customer	26,528,040,272		26,528,040,272	26,528,040,272	0	
PAIB	1,104,928,076		1,104,928,076	1,104,928,076	0	
Stock Borrow	26,149,844,163		26,149,844,163	26,149,844,163	0	
Stock Borrow L/C	0		0	0	0	
Stock Borrow Pledge Q	708,606,933		708,606,933	708,606,933	0	
Stock Borrow Pledge NQ	1,946,546,655		1,946,546,655	1,946,546,655	0	
Fail To Deliver	6,819,473,256	2,060,021,358	8,879,494,614	7,020,761,105	1,858,733,509	
Fail To Deliver CNS	1,900,343,364		1,900,343,364	1,900,343,364	0	
	0					
TOTAL LONGS			1,150,490,801,958	1,034,095,599,625		
BEFORE ALLOCATION SHORTS:						
Firm Short	12,188,303,529		12,188,303,529	12,188,303,529	0	
Specialist Short	0		0	0	0	
Customer Short	13,837,586,908		13,837,586,908	15,067,969,009	(1,230,382,101)	
Non-Customer	24,341,414,759		24,341,414,759	24,341,414,759	0	
PAIB	1,044,747,393		1,044,747,393	1,044,747,393	0	
Stock Loan	11,756,140,133		11,756,140,133	11,756,140,133	0	
Stock Loan Pledge	1,247,189,569		1,247,189,569	1,247,189,569	0	
Fail To Receive	6,548,855,331	6,907,207	6,555,762,538	5,325,380,501	1,230,382,037	
Fail To Receive CNS	99,743,386		99,743,386	99,743,386	0	
Repo	14,961,908,292		14,961,908,292	14,961,908,292	0	
TOTAL SHORTS			86,032,796,507	86,032,796,571		
			1,800,599,978	1,800,599,978		
MTM DEFICITS			TOTAL	TOTAL		
S/L MTM			(642,717)	(642,717)	0	
S/B MTM			(5,909,361)	(5,909,361)	0	
Stock Borrow Loan Free of Money						
s/b free of money			8,438,386	8,438,386	0	
s/b vs loc			0	0	0	
s/l free of money			5,224,063	5,224,063	0	
Stock Borrow/Loan Deficits						
s/l deficits			468	468	0	
ALLOCATION WORKSHEET BY STEPS:						
By Steps	BEGINNING BALANCE	ADJUSTMENTS	FINAL BALANCE	FINAL BALANCE	DIFFERENCE	
STOCK BORROW PLEDGE NQ.						
1A Stock Loan	7,498,876		7,498,876	7,498,876	0	
1B Stock Loan Pledge	28,422,186		28,422,186	28,422,186	0	
1C Repo	365,819,872		365,819,872	365,819,872	0	
STOCK BORROW L/C						
1D Stock Loan			-	-	0	
1E Stock Loan Pledge			-	-	0	
1F Repo			-	-	0	
STOCK BORROW VS.						
1G Stock Loan	9,344,290,988		9,344,290,988	9,344,290,988	0	
1H Stock Loan Pledge	256,503,301		256,503,301	256,503,301	0	
1I Repo	1,341,238,979		1,341,238,979	1,341,238,979	0	
STOCK BORROW PLEDGE Q.						
1J Stock Loan	21,385,993		21,385,993	21,385,993	0	
1K Stock Loan Pledge	9,643,834		9,643,834	9,643,834	0	
1L Repo	46,140,603		46,140,603	46,140,603	0	
SPECIALIST LONG						
2A Specialist Short	-		-	-	0	
2B Firm Short	-		-	-	0	
FIRM SHORT						
3A Firm Long	4,863,299,222		4,863,299,222	4,863,299,222	0	
3B Suspended	-		-	-	0	
SPECIALIST SHORT						
4A Firm Long	-		-	-	0	

ALLOCATION WORKSHEET BY STEPS:						
	By Steps	BEGINNING BALANCE	ADJUSTMENTS	FINAL BALANCE	FINAL BALANCE	DIFFERENCE
5	FIRM LONG					0
5A	Firm Bank Loan	-	-	-	-	0
51	Remove from Firm Bank Loan	-	-	-	-	0
5B	Repo	6,293,888,802		6,293,888,802	6,293,888,802	0
5C	Stock Loan	181,875,436		181,875,436	181,875,436	0
5D	Stock Loan Pledge	334,322,516		334,322,516	334,322,516	0
5E	Fail To Receive	1,139,265,550		1,139,265,550	1,046,635,474	92,630,076
5F	Fail To Receive CNS	55,707,531		55,707,531	55,708,765	(1,234)
5G	Transfer	13,303,499		13,303,499	13,332,803	(29,304)
5H	Suspended	-	-	-	-	0
6	FIRM SHORT					0
6A	Stock Borrow Pledge NQ	794,427,401		794,427,401	794,427,401	0
6B	Stock Borrow L/C	-	-	-	-	0
6C	Stock Borrow	3,714,514,214		3,714,514,214	3,714,514,214	0
6D	Stock Borrow Pledge Q	201,991,967		201,991,967	201,991,967	0
6E	Fail To Deliver	599,314,792	286,552,658	885,868,450	742,967,574	142,900,876
6F	Fail To Deliver CNS	438,105,032		438,105,032	452,940,283	(14,835,251)
7	REVERSE REPO					0
7A	Repo	-	-	-	-	0
7B	Firm Short	-	-	-	-	0
7C	Stock Loan	-	-	-	-	0
7D	Stock Loan Pledge	-	-	-	-	0
7E	Fail To Receive	-	-	-	-	0
7F	Fail To Receive CNS	-	-	-	-	0
7G	Firm Bank Loan	-	-	-	-	0
7H	Box	-	-	-	-	0
8	NON CUSTOMER LONG					0
8A	Non Customer Bank Loan	-	-	-	-	0
	To Be Removed From Non Customer Ban	-	-	-	-	0
8B	Customer Short	6,484,698,020		6,484,698,020	6,857,318,912	(372,620,892)
8C	Firm Short	1,186,366,779		1,186,366,779	1,264,455,174	(78,088,395)
77	Firm Bank Loan	-	-	-	-	0
8E	Stock Loan	249,244,257		249,244,257	247,636,517	1,607,740
8F	Stock Loan Pledge	461,906,783		461,906,783	461,254,975	651,808
8G	Repo	5,890,477,688		5,890,477,688	5,879,466,284	11,011,404
8H	Fail To Receive	1,982,469,388		1,982,469,388	1,661,289,460	321,179,928
8I	Fail To Receive CNS	12,668,115		12,668,115	12,668,115	0
8J	Customer Bank Loan	71,963,592	(71,963,592)	-	-	0
8K	Non Customer Short	6,940,830,463		6,940,830,463	6,850,387,480	90,442,983
8L	Box	1,599,301,422		1,599,301,422	2,291,430,952	(692,129,530)
8M	Streetside DTC	-	-	-	83,058,897	(83,058,897)
8N	Transfer	1,083,822		1,083,822	-	1,083,822
9	PAIB LONG					0
9A	PAIB Bank Loan	-	-	-	-	0
	To Be Removed From PAIB Bank Loan	-	-	-	-	0
9B	Customer Short	10,974,838		10,974,838	11,595,968	(621,130)
9C	Firm Short	2,645,823		2,645,823	11,398,797	(8,752,974)
9D	Firm Bk Loan	-	-	-	-	0
9E	Stock Loan	-	-	-	-	0
9F	Stock Loan Pledge	80,016,085		80,016,085	80,009,381	6,704
9G	Repo	49,831,874		49,831,874	47,883,178	1,948,696
9H	Fail To Receive	7,367,855		7,367,855	4,066,087	3,301,768
9I	Fail To Receive CNS	7,129		7,129	7,129	0
9J	Customer Bk Loan	114,077		114,077	114,077	0
9K	Non-Customer Short	348,603,423		348,603,423	344,571,220	4,032,203
9L	Box	317,564,980		317,564,980	436,137,770	(118,572,790)
9M	Streetside DTC	-	-	-	49,618,983	(49,618,983)
9N	Transfer	-	-	-	-	0
9O	PAIB Short	34,174,743		34,174,743	29,941,186	4,233,557
9P	NonCust Long vs. PAIB Short	302,379,460	29,515,748	331,895,208	173,085,311	158,809,897
10	NON CUSTOMER SHORT					0
10A	Firm Long	2,370,768,814		2,370,768,814	2,437,826,262	(67,057,448)
10B	Reverse Repo	-	-	-	-	0
10C	Stock Borrow Pledge NQ	632,690,060		632,690,060	630,382,368	2,307,692
10D	Stock Borrow L/C	-	-	-	-	0
10E	Stock Borrow	6,679,542,007		6,679,542,007	6,670,788,189	8,753,818
10F	Stock Borrow Pledge Q	340,875,354		340,875,354	340,769,317	106,037
10G	Fail To Deliver	1,803,606,874	1,612,387,688	3,315,994,564	2,936,233,160	379,761,394
10H	Fail To Deliver CNS	660,121,192		660,121,192	665,286,472	(5,165,280)
11	PAIB SHORT					0
11A	Firm Long	3,419,106		3,419,106	21,967,131	(18,548,025)
11B	Reverse Repo	-	-	-	-	0
11C	Stock Borrow	442,171,459		442,171,459	442,428,656	(257,197)
11D	Stock Borrow Pldg Q	214,631		214,631	214,631	0
11E	Stock Borrow Pldg NQ	15,569,295		15,569,295	18,114,999	(2,545,704)
11F	Stock Borrow L/C	-	-	-	-	0

ALLOCATION WORKSHEET BY STEPS:							
	By Steps	BEGINNING BALANCE	ADJUSTMENTS	FINAL BALANCE	FINAL BALANCE	DIFFERENCE	
11G	Fail To Deliver	20,505,684		20,505,684	43,486,514	(22,980,830)	
11H	Fail To Deliver CNS	26,171,585		26,171,585	62,416,830	(36,245,245)	
12	CUSTOMER LONG						
12A	Customer Bank Loan	181,663,668		181,663,668	181,854,042	(190,374)	
	To Be Removed From Customer Bank Loan	-		-	-	0	
12B	Stock Loan	1,827,745,781		1,827,745,781	1,832,258,927	(4,513,146)	
12C	Stock Loan Pledge	52,309,591		52,309,591	59,286,006	(6,976,415)	
12D	Repo	134,966,498	1,385,997,246	1,520,963,744	1,805,373,548	(284,409,804)	
12E	Fail To Receive	2,009,668,353	6,907,207	2,016,575,560	1,682,987,179	333,588,381	
12F	Fail To Receive CNS	7,248,720	5,023,057	12,271,777	14,743,525	(2,471,748)	
12G	Non Cust Short	2,867,506,809		2,867,506,809	3,447,192,538	(579,685,729)	
12H	Firm Short	101,820,755		101,820,755	137,078,487	(35,257,732)	
12I	PAIB Short	60,741,999		60,741,999	122,322,167	(61,580,168)	
13	CUSTOMER SHORT						
13A	Firm Long	262,831,552		262,831,552	281,484,123	(18,652,571)	
13B	Reverse Repo					0	
13C	Stock Borrow	3,354,488,135		3,354,488,135	3,507,321,963	(152,833,828)	
13D	Stock Borrow Pldg Q	24,460,403		24,460,403	24,886,073	(425,670)	
13E	Stock Borrow Pldg NQ	5,612,261		5,612,261	10,976,244	(5,363,983)	
13F	Stock Borrow L/C					0	
13G	Fail To Deliver	1,363,871,429		1,363,871,429	968,782,340	395,089,089	
13H	Fail To Deliver CNS	263,241,457		263,241,457	283,052,045	(19,810,588)	
13I	Customer Long	1,331,133,991		1,331,133,991	2,290,179,615	(959,045,624)	
14	STOCK LOAN						
14A	Fail To Deliver	17,351,139	97,391,273	114,742,412	112,507,376	2,235,036	
14B	Fail To Deliver CNS	8,154,035		8,154,035	7,899,739	254,296	
	STOCK LOAN PLEDGE						
14C	Fail To Deliver	8,147,606		8,147,606	2,676,696	5,470,910	
14D	Fail To Deliver CNS	15,624,240		15,624,240	14,785,610	838,630	
15	FAIL TO RECEIVE						
15A	Stock Borrow	632,485,915		632,485,915	488,042,404	144,443,511	
15B	Stock Borrow Pldg Q	34,032,988		34,032,988	23,606,923	10,426,065	
15C	Stock Borrow Pldg NQ	4,525,805		4,525,805	1,005,456	3,520,349	
15D	Stock Borrow L/C					0	
15E	Fail To Deliver	408,081,173	137,882,348	545,963,521	363,249,061	182,714,460	
15F	Fail To Deliver CNS	47,641,670		47,641,670	25,903,025	21,738,645	
16	FAIL TO RECEIVE CNS						
16A	Stock Borrow	15,169,120		15,169,120	15,105,915	63,205	
16B	Stock Borrow Pldg Q	32,363		32,363	23,100	9,263	
16C	Stock Borrow Pldg NQ	-		-	-	0	
16D	Stock Borrow L/C	-		-	-	0	
16E	Fail To Deliver	2,510,340		2,510,340	1,486,829	1,023,511	
16F	Fail To Deliver CNS	-		-	-	0	
17	STOCK BORROW						
156 17A	Firm Bank Loan	-		-	-	0	
17B	Customer Bank Loan	65,075		65,075	-	65,075	
17C	Box	134,177,225	21,151,631	155,328,856	269,782,072	(114,453,216)	
17D	Transfer	717,719		717,719	-	717,719	
18	STOCK BORROW PLDG Q						
160 18A	Firm Bank Loan	-		-	-	0	
18B	Customer Bank Loan	-		-	-	0	
18C	Box	4,613,862		4,613,862	38,240,872	(33,627,010)	
18D	Transfer	384		384	-	384	
19	STOCK BORROW PLDG NQ						
164 19A	Firm Bank Loan	-		-	-	0	
19B	Customer Bank Loan	-		-	-	0	
19C	Box	13,402,955		13,402,955	82,771,057	(69,368,102)	
19D	Transfer	20,405		20,405	-	20,405	
20	STOCK BORROW L/C						
20A	Firm Bank Loan	-		-	-	0	
20B	Customer Bank Loan	-		-	-	0	
20C	Box	-		-	-	0	
20D	Transfer	-		-	-	0	
21	FAIL TO DELIVER						
172 21A	Firm Bank Loan	-		-	-	0	
21B	Customer Bank Loan	-		-	-	0	
21C	Repo	700,947,443	25,806,399	726,753,842	466,127,698	260,626,144	
21D	Box	591,692,828	20,774,339	612,467,167	1,107,111,867	(494,644,700)	
21E	Transfer	618,964		618,964	76,527	542,437	
22	FAIL TO DELIVER CNS						

ALLOCATION WORKSHEET BY STEPS:						
	By Steps	BEGINNING BALANCE	ADJUSTMENTS	FINAL BALANCE	FINAL BALANCE	DIFFERENCE
177	22A Firm Bank Loan	-	-	-	-	0
	22B Customer Bank Loan	125,298	-	125,298	-	125,298
	22C Repo	101,016,296	-	101,016,296	96,671,971	4,344,325
	22D Box	80,114,846	505,405	80,620,251	264,015,979	(183,395,728)
	22E Transfer	32,241	-	32,241	-	32,241
						0
	23 FIRM LONG					0
	23A Customer Bank Loan	-	-	-	-	0
	23B Box	927,590,426,777	-	927,590,426,777	927,826,061,146	(235,634,369)
						0
	24 CUSTOMER LONG					0
	24A Transfer	21,153,392	-	21,153,392	23,879,330	(2,725,938)
	24B Streetside DTC	128,943,502,058	-	128,943,502,058	12,736,754,785	116,206,747,273
	24C Suspended	1,654,173,368	(1,385,997,246)	268,176,122	-	268,176,122
	24D Break	-	-	-	-	0
						0
						0
	BREAK ACCOUNTS ALLOCATED ITEMS:					0
	Stock Borrow vs L/C	-	-	-	-	0
	Stock Borrow vs. Pledge Q	25,214,491	-	25,214,491	1,703,562	23,510,929
	Stock Borrow vs. Pledge NQ	78,557,176	-	78,557,176	7,127,832	71,429,344
	Stock Loan vs. Pledge	285,023	-	285,023	285,023	0
	Reverse Repo	-	-	-	-	0
	Repo	31,228,300	(25,806,399)	5,421,901	-	5,421,901
	Firm Long	905,020,212	-	905,020,212	661,054,981	243,965,231
	Firm Short	278,630,317	-	-	-	0
	Customer Long	534,669	-	534,669	84,787,811	(84,253,142)
	Non Customer Short	1,646,637,713	-	-	-	0
	Stock Loan	97,810,833	-	-	-	0
	Stock Borrow	212,384,233	-	212,384,233	99,827,482	112,556,751
	Fail To Receive	263,002,097	-	-	-	0
	Fail To Deliver	1,235,995,771	-	1,235,995,771	276,055,463	959,940,308
	Fail To Receive CNS	6,400,059	(5,023,057)	1,377,002	-	1,377,002
	Fail To Deliver CNS	252,727,518	-	252,727,518	27,371,410	225,356,108
	PAIB Long	254,527,215	-	254,527,215	89,584,269	164,942,946
	PAIB Short	131,130,184	(131,036,088)	94,096	9,886,478	(9,792,382)
						0
						0
26	UNALLOCATED POSITIONS					0
	Firm Specialist Long	20,837,206	-	20,837,206	17,509,562	3,327,644
	Customer Long	40,862,006	-	40,862,006	294,795,138	(253,933,132)
	Non Customer Long	1,344,650,483	-	1,344,650,483	703,540,351	641,110,132
	Stock Loan	782,795	-	782,795	786,281	(3,486)
	Stock Borrow	22,095,793	(21,151,631)	944,162	-	944,162
	Stock Borrow Pledge Q	60	-	60	58	2
	Fail To Receive	30,314,547	-	30,314,547	28,595,432	1,719,115
	Fail To Receive CNS	9	-	9	8	1
	Reverse Repo	-	-	-	-	0
	Firm Specialist Short	7,187,227	-	7,187,227	5,230,410	1,956,817
	Customer Short	733,274,822	-	-	-	0
	Non Customer Short	744,438,896	(728,391,581)	16,047,315	17,977,722	(1,930,407)
	Stock Loan Pledge	8,404	-	8,404	41	8,363
	Stock Borrow L/C	-	-	-	-	0
	Stock Borrow Pledge NQ	363	-	363	364	(1)
	Fail To Deliver	66,829,213	(20,774,339)	46,054,874	-	46,054,874
	Fail To Deliver CNS	7,267,954	(505,405)	6,762,549	-	6,762,549
	Repo	7,251,937	-	7,251,937	5,294,603	1,957,334
						0
27	UNALLOCATED PAIB:					0
	PAIB LONG	697,206,880	(689,142,471)	8,064,409	-	8,064,409
	PAIB SHORT	8,269,247	(7,680,010)	589,237	-	589,237

Lehman Brothers **S/B & S/L Reconciliation** **AS OF SEPTEMBER 19, 2008**

Stock Borrow Contract (per T.B.)	ADJ'S	
Domestic(Loannet) 098-60010		16,055,568
Domestic(Loannet) 098-60013		-
International(Global 1) 098-60011		10,220,405
Less: Stock Borrow/Pledge NQ v. Firm Bank Loan Adj		-
<i>TOTAL (per T.B.)</i>		26,275,972
Plus: Stock Borrow Free of Money		8,438,386
Stock Borrow L.O.C.		-
Plus (Adj. To ADP FOR ILLOGICAL POS.)		-
TOTAL STOCK BORROW CONTRACT		34,714,358
Less:		
Stock Borrow -Before Allocation		28,804,998
Stock Borrow L/C -Before Allocation		-
Plus (Adj. To Global 1)		
TOTAL STOCK BORROW MARKET VALUE		28,804,998
Difference - Stock Borrow MTM		(5,909,361)

Stock Loan Contract (per T.B.)		
Domestic 098-50005		2,605,170
Government		
International 098-50006		5,816,813
Less: Cash Pool		-
<i>TOTAL (per T.B.)</i>		8,421,983
Plus: Stock Loan Free of Money		5,224,063
Plus: Global 1 Rec. Adjustments		-
TOTAL STOCK LOAN CONTRACT		13,646,046
Less:		
Stock Loan -Before Allocation		13,003,330
Plus: Cash Pool		
TOTAL STOCK LOAN MARKET VALUE		13,003,330
Difference - Stock Loan MTM		(642,717)

LEHMAN BROTHERS INC
WEEKLY STOCK BORROW ALLOCATION REC
AS OF SEPTEMBER 19, 2008

	STCK BORROW	STK BRW PLD Q	STK BRW PLD NQ	TOTAL STK BORROW
STOCK BORROW BEFORE ALLOCATION				
STOCK BORROW	26,149,844	708,607	1,946,547	28,804,998
UNPRICED	0	0	0	0
STOCK BORROW MV	26,149,844	708,607	1,946,547	28,804,998
ALLOCATIONS				
STK LOAN VS STK BORROW (1G)	9,344,291	21,386	7,499	9,373,176
UNPRICED / ADJUSTMENTS	0	0	0	0
STCK LN PLDG VS STK BOR (1H)	256,503	9,644	28,422	294,569
UNPRICED / ADJUSTMENTS	0	0	0	0
REPO VS. STOCK BORROW (1I)	1,341,239	46,141	365,820	1,753,199
UNPRICED / ADJUSTMENTS	0	0	0	0
FIRM SHORT VS STK BORROW (6C)	3,714,514	201,992	794,427	4,710,934
UNPRICED / ADJUSTMENTS	0	0	0	0
NONCUST SHORT VS. STK BORROW (10E)	6,679,542	340,875	632,690	7,653,107
UNPRICED / ADJUSTMENTS	0	0	0	0
PAIB SHORT VS. STOCK BORROW (11C)	442,171	215	15,569	457,955
UNPRICED / ADJUSTMENTS	0	0	0	0
FAIL TO RECEIVE VS. STOCK BORROW (15A)	632,486	34,033	4,526	671,045
UNPRICED / ADJUSTMENTS	0	0	0	0
FAIL TO RECEIVE CNS VS. STOCK BORROW (16A)	15,169	32	0	15,201
UNPRICED / ADJUSTMENTS	0	0	0	0
STOCK BORROW VS. FIRM BANK LOAN (17A)	0	0	0	0
UNPRICED / ADJUSTMENTS	6,907	0	0	6,907
STOCK BORROW VS. CUST BANK LOAN (17B)	65	0	0	65
UNPRICED / ADJUSTMENTS	0	0	0	0
STOCK BORROW VS. THE BOX (17C)	134,177	4,614	13,403	152,194
UNPRICED / ADJUSTMENTS	21,152	0	0	21,152
STOCK BORROW VS. TRANSFER	718	0	20	739
UNPRICED / ADJUSTMENTS	0	0	0	0
TOTAL ALLOCATION	22,588,935	658,932	1,862,377	25,110,244
UNALLOCATED STOCK BORROW(16L)	234,480	25,215	78,558	338,252
ADJ. STOCK BORROW VS UNALLOCATED	(21,152)	0	0	(21,152)
TOTAL	3,347,581	24,460	5,612	3,377,654
PER ALLOCATION SUMMARY RPT	3,354,488	24,460	5,612	3,384,560
Penalty Item for S/B NQ vs. Customer Short	0	0	(5,612)	(5,612)
Adj. To Stock Borrow vs. Cust Short	0	0	0	0
Stock borrow vs t/r	0	0	0	0
Stock borrow vs firm short	0	0	0	0
Stock Borrow vs. Firm Bank Loan	0	0	0	0
ADJ. STOCK BORROW VS UNALLOCATED	0	0	0	0
ADJ TO S/B VS BOX	0	0	0	0
TOTAL	3,354,488	24,460	0	3,378,948
DIFF	(6,907)	0	5,612	(1,294)
ADJ BEGINNING STOCK BORROW FBL	0	0	0	0
ADJ STOCK BORROW VS. CUSTOMER BANK LOAN	65	0	0	65
TOTAL STOCK BORROW	3,354,553	24,460	0	3,379,013
TOTAL PER RESERVE FORMULA				3,379,015

DIFFERENCE FORMULA VS ALLOCATION (2)

LEHMAN BROTHERS INC
WEEKLY STOCK LOAN ALLOCATION REC
AS OF SEPTEMBER 19, 2008

	<u>STOCK LOAN</u>	<u>STOCK LN PLEDGE</u>	<u>TOTAL STK LOAN</u>
<u>STOCK LOAN BEFORE ALLOCATION</u>			
STOCK LOAN	11,756,140	1,247,190	13,003,330
UNPRICED	0	0	0
STOCK LOAN MV	<u>11,756,140</u>	<u>1,247,190</u>	<u>13,003,330</u>
<u>ALLOCATIONS</u>			
STK LOAN VS STK BORROW	9,344,291	256,503	9,600,794
UNPRICED / ADJUSTMENTS	0	0	0
STK LOAN VS STK BORROW PLDG Q	21,386	9,644	31,030
UNPRICED / ADJUSTMENTS	0	0	0
STOCK LOAN VS. STK BORR PLDG NQ	7,499	28,422	35,921
UNPRICED / ADJUSTMENTS	0	0	0
STOCK LOAN VS. STK BORR L/C	0	0	0
UNPRICED / ADJUSTMENTS	0	0	0
FIRM LONG VS. STOCK LOAN	181,875	334,323	516,198
UNPRICED / ADJUSTMENTS	0	0	0
REVERSE REPO VS. STOCK LOAN	0	0	0
UNPRICED / ADJUSTMENTS	0	0	0
NONCUST LONG VS. STOCK LOAN (8E)	249,244	461,907	711,151
UNPRICED / ADJUSTMENTS	0	0	0
PAIB LONG VS. STOCK LOAN (9E)	0	80,016	80,016
UNPRICED / ADJUSTMENTS	0	0	0
FAIL TO DELIVER VS. STOCK LOAN	17,351	8,148	25,499
UNPRICED / ADJUSTMENTS	97,391	0	97,391
FAIL TO DELIVER CNS VS. STOCK LOAN	8,154	15,624	23,778
UNPRICED / ADJUSTMENTS	0	0	0
TOTAL ALLOCATIONS	9,927,192	1,194,587	11,121,779
TOTAL	1,828,948	52,603	1,881,551
UNALLOCATED STOCK LOAN	783	293	1,076
TOTAL	<u>1,828,165</u>	<u>52,310</u>	<u>1,880,475</u>
CUST LONG VS. STOCK LOAN ALLOC	1,827,746	52,310	1,880,055
DIFF ALLOC TO CUST LONG VS. STCK LN	<u>420</u>	<u>(0)</u>	<u>420</u>
Stock Loan Vs. Clearing Org			0
Stock Loan Vs. Unallocated			783
Stock Loan adj for Illogical Positions			0
Stock Loan Pledge Vs. Unallocated			293
Stock Loan Deficits			468
Stock Loan Vs. Fail To Deliver			146,668
TOTAL			<u>2,028,268</u>
TOTAL RESERVE FORMULA			<u>2,028,687</u>
DIFF ALLOCATION TO FORMULA			<u>(420)</u>

LEHMAN BROTHERS INC
WEEKLY STOCK BORROW L/C ALLOCATION REC
AS OF SEPTEMBER 19, 2008

	<u>STOCK BOR</u> <u>LET OF CR</u>
<u>STOCK BORROW LOC BEFORE ALLOCATION</u>	
STOCK BORROW LOC	0
UNPRICED	0
STOCK BORROW LOC MV	<u>0</u>
<u>ALLOCATIONS</u>	
Stock Loan Vs. Stock Borrow L/C (1D)	0
UNPRICED / ADJUSTMENTS	0
Stock Loan Pledge vs. Stock Borrow L/C (1E)	0
UNPRICED / ADJUSTMENTS	0
Repo Vs. Stock Borrow L/C (1F)	0
UNPRICED / ADJUSTMENTS	0
Firm Short Vs. Stock Borrow L/C (6B)	0
UNPRICED / ADJUSTMENTS	0
Noncustomer Short Vs. Stock Borrow L/C (10D)	0
UNPRICED / ADJUSTMENTS	0
PAIB Short Vs. Stock Borrow L/C (11F)	0
UNPRICED / ADJUSTMENTS	0
Fail To Receive Vs. Stock Borrow L/C (15D)	0
UNPRICED / ADJUSTMENTS	0
Fail To Receive CNS Vs. Stock Borrow L/C (16D)	0
UNPRICED / ADJUSTMENTS	0
Firm Bank Loan Vs. Stock Borrow L/C (20A)	0
UNPRICED / ADJUSTMENTS	0
Cust Bank Loan Vs. Stock Borrow L/C (20B)	0
UNPRICED / ADJUSTMENTS	0
Box Vs. Stock Borrow L/C (20C)	0
UNPRICED / ADJUSTMENTS	0
Transfer Vs. Stock Borrow L/C (20D)	0
UNPRICED / ADJUSTMENTS	0
TOTAL ALLOCATIONS	0
TOTAL	0
UNALLOCATED STOCK BORROW L/C	0
TOTAL	<u>0</u>
CUST SHORT VS. STOCK BORROW LOC ALLOC	0
DIFF ALLOC TO CUST SHORT VS. S/B LOC	<u>0</u>

LEHMAN BROTHERS INC
WEEKLY FAIL TO RECEIVE ALLOCATION REC
AS OF SEPTEMBER 19, 2008

FAIL TO RECEIVE

FAIL TO RECEIVE [022]	6,548,855
UNPRICED	6,907
FAIL TO RECEIVE MV	<u>6,555,763</u>

ALLOCATIONS

FAIL TO REC VS. FIRM LONG (5E)	1,139,266
UNPRICED / ADJUSTMENTS	0
FAIL TO REC VS. REV REPO (7E)	0
UNPRICED / ADJUSTMENTS	0
FAIL TO REC VS. NONCUSTOMER LONG (8H)	1,982,469
UNPRICED / ADJUSTMENTS	0
FAIL TO REC VS. PAIB LONG (9H)	7,368
UNPRICED / ADJUSTMENTS	0
FAIL TO REC VS. STOCK BORROW (15A)	632,486
FAIL TO REC VS. STOCK BORROW PLDG Q (15B)	34,033
FAIL TO REC VS. STOCK BORROW PLDG NQ (15C)	4,526
FAIL TO REC VS. STOCK BORROW L/C (15D)	0
UNPRICED / ADJUSTMENTS	0
FAIL TO REC VS. FAIL TO DEL (15E)	408,081
UNPRICED / ADJUSTMENTS	137,882
FAIL TO REC VS. FAIL TO DEL CNS (15F)	47,642
UNPRICED / ADJUSTMENTS	0
TOTAL ALLOCATION	<u><u>4,393,753</u></u>
UNALLOCATED FAIL TO RECEIVE (26)	283,317
UNPRICED / ADJUSTMENTS	(253,002)
PLUS PENALTY ITEMS:	
FAIL TO REC VS. STOCK BORROW PLDG NQ (15C)	(4,526)
FAIL TO REC VS. STOCK BORROW L/C (15D)	0
TOTAL	<u><u>2,131,695</u></u>
CUST. LONG VS. FTR ((12E)	<u><u>2,016,576</u></u>
DIFF ALLOCATION TO CUST LONG VS. F/R	<u><u>115,120</u></u>

LEHMAN BROTHERS INC
WEEKLY FAIL TO DELIVER ALLOCATION REC
AS OF SEPTEMBER 19, 2008

FAIL TO DELIVER BEFORE ALLOCATION

FAIL TO DELIVER (015)	6,819,473
UNPRICED	2,060,021
FAIL TO RECEIVE MV	<u>8,879,495</u>

ALLOCATIONS

FIRM SHORT VS. FAIL TO DELIVER (6E)	599,315
UNPRICED / ADJUSTMENTS	286,554

NONCUSTOMER SHORT VS. FAIL TO DELIVER (10G)	1,803,607
UNPRICED / ADJUSTMENTS	1,512,388

PAIB SHORT VS. FAIL TO DELIVER (11G)	20,506
UNPRICED / ADJUSTMENTS	0

STOCK LOAN VS. FAIL TO DELIVER (14A)	17,351
UNPRICED / ADJUSTMENTS	97,391

STOCK LOAN PLEDGE VS. FAIL TO DEL (14C)	8,148
UNPRICED / ADJUSTMENTS	0

FAIL TO RECEIVE VS. FAIL TO DELIVER (15E)	408,081
UNPRICED / ADJUSTMENTS	137,882

FAIL TO RECEIVE CNS VS. FAIL TO DELIVER (16E)	2,510
UNPRICED / ADJUSTMENTS	0

FIRM BANK LOAN VS. FAIL TO DELIVER (21A)	0
UNPRICED / ADJUSTMENTS	0

CUST BANK LOAN VS. FAIL TO DELIVER (21B)	0
UNPRICED / ADJUSTMENTS	0

FAIL TO DELIVER VS. REPO (21C)	700,947
UNPRICED / ADJUSTMENTS	25,806

FAIL TO DELIVER VS. BOX (21D)	591,693
UNPRICED / ADJUSTMENTS	20,774

FAIL TO DELIVER VS. TRANSFER (21E)	619
UNPRICED / ADJUSTMENTS	0

TOTAL ALLOCATION	<u><u>6,233,573</u></u>
-------------------------	-------------------------

UNALLOCATED FAIL TO DELIVER (26)	1,302,825
UNPRICED / ADJUSTMENTS	(20,774)

FTD vs. SUSPENSE ADJUSTMENTS	0
TOTAL	<u><u>1,363,871</u></u>

Customer Short Vs. Fail To Deliver (13G)	<u><u>1,363,871</u></u>
--	-------------------------

Difference Cust Shrt Vs. F/D to Allocations	<u><u>0</u></u>
---	-----------------

LEHMAN BROTHERS INC
MONTHLY RESERVE FORMULA
FAIL TO RECEIVE / DELIVER ANALYSIS
AS OF SEPTEMBER 19, 2008

<u>FAIL TO RECEIVE</u>		<u>PER T/B</u>	<u>FAIL TO DELIVER</u>	
BEG BAL		6,548,855	BEG BAL	6,819,473
FOREIGN FAILS		-	FOREIGN FAILS	-
PRIME BROKER (BT0045-A)		- 6,548,855	PRIME BROKER (BT0045-A)	2,060,021
		6,555,763		
Fail to Receive MTM Deficit		- (6,907)	Fail to Deliver > 30 Days	(826)
Fail to Receive MTM Adjustment		-	Fail to Deliver MTM Adjustment	-
Fail to Receive adjustment -		6,907	Fail to Deliver adjustment -	-
Less: 15c3-3 ALLOCATION		(4,389,228)	Less: 15C3-3 ALLOCATION	(7,392,734)
Adj Fail to Receive per 15c3-3		<u>2,166,535</u>	Adj Fail to Deliver per 15c3-3	<u>1,485,935</u>
Fail to Recv vs Cust Long Alloc		2,009,668	Fail to Delv vs Cust Short Alloc	1,363,871
Fail to Receive MTM Deficit		-	Less: Fail to Deliver > 30 Days	(826)
UNPRICED (4D)		6,907	UNPRICED	-
Adj F/R vs Cust Long Alloc		<u>2,016,576</u>	Adj F/D vs Cust Short Alloc	<u>1,363,045</u>
Unallocated Fail to Recv		30,315	Fail to Delv vs Firm Bank Loan (21A)	-
ADJUSTED DIFFERENCE		<u>119,644</u>	Fail to Delv vs Stock Loan (8B)	122,890
			ADJUSTED DIFFERENCE	<u>(1)</u>
<u>FAIL TO RECEIVE CNS</u>			<u>FAIL TO Deliver CNS</u>	
BEGINNING BALANCE		99,743	BEGINNING BALANCE	1,900,343
Less: 15c3-3 ALLOCATION		(86,094)	Less: 15c3-3 ALLOCATION	(1,613,323)
Adj Fail to Receive per 15c3-3		<u>13,649</u>	Adj Fail to Deliver per 15c3-3	<u>287,020</u>
CNS Fail to Recv vs Cust Long Alloc		12,272	CNS Fail to Delv vs Cust Short Alloc	263,241
UNPRICED			UNPRICED	
Adj CNS F/R vs Cust Long Alloc		<u>12,272</u>	Adj CNS F/D vs Cust Short Alloc	<u>263,241</u>
Unallocated CNS Fail to Recv		1,377	CNS Fail to Delv vs. Firm Bank Loan (22A)	-
Penalty Item: CNS FTR vs. NQ Borrows		-	CNS Fail to Delv vs Stock Loan (14B)	8,154
ADJUSTED DIFFERENCE		<u>0</u>	Cns Fail To Delv vs. Stk Ln Pldg (14D)	15,624
			ADJUSTED DIFFERENCE	<u>0</u>
Total per 15c3-3 Allocation		2,060,539	Total per 15c3-3 Allocation	1,634,441
Total per 15c3-3 Reserve		<u>2,180,184</u>	Total per 15c3-3 Reserve	<u>1,650,065</u>
Difference		119,645	Difference	15,624

EXHIBIT G

Tonucci, Paolo

From: Jones, Craig L
Sent: 19 September 2008 12:26
To: Tonucci, Paolo
Subject: FW: FINAL 15C3-3 RESERVE LOCK-UP AS OF 09/17/08

Attachments: Microsoft Office Excel Worksheet

From: Potenciano, Joel
Sent: Friday, September 19, 2008 8:55 AM
To: Abate, Joseph; Arancio, John; Barfield, Jon W; Birnbaum, Michael; Birney, Janet; Brown, Stephen; Buonocore, Salvatore; Burke, William T; Cash Management LBI/LBHI; Critchett, Emily; D'Agostino, Anthony; Denig, Nancy; Engel, Steven J; Flores, Teresa; Fondacaro, Jack; Forsyth, David; Garner, Anna; Golaszewski, Richard; Grutsch, Christopher; Hawes, George (CORP); Hiller, Arthur; Jacob, Jobby; Jones, Craig L; Kavalipurapu, Seshu B; Legotte, Lenny; Li, Christopher; Lin, Dennis; Uz, John; Lohuis, David W; Maher, Michael R; McLaughlin, Kendall J; NY Funding & Investments; NY Liquidity Forecasting; Rejas, Janice; RepoTS; Restrepo, Michael; Rick, Neal; Rivera, Anthony; Shapiro, Brian; Shirreffs, Brett; Stucchio, Anthony; Sudarsan, Danram; Van Schaick, George V; Vasisth, Anish; Vecchio, Laura M; Webb, Michael A; Yuan, Jeffrey
Cc: Jones, Craig L
Subject: FINAL 15C3-3 RESERVE LOCK-UP AS OF 09/17/08

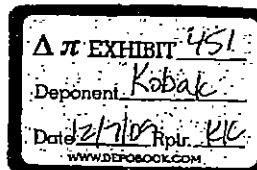
Below is the FINAL 15C3-3 RESERVE LOCK-UP AS OF 09/17/08 (in 000s). The decrease of \$1 billion in the lock-up was approved by the Mike Macchiaroli of the SEC.

Customer: 769,000 all in qualified securities
- cash with JPMorgan Chase
1,000,000 cash with Wells Fargo
- cash with HSBC
1,769,000 Total

PAIB: 492,000 all in qualified securities

The next lock-up will be finalized tentatively on, *Monday, September 22nd*.

With kind regards,
Joel K. Potenciano
LEHMAN BROTHERS
Telephone: +1 (212) 320-6786
Fax: +1 (646) 285 9383
Email: joel.potenciano@lehman.com



BCI Exhibit No.

221

CONFIDENTIAL

BCI-CG00033812

EXHIBIT H

Cc: Azerad, Robert [RAzerad@lehman.com]; Tonucci, Paolo [paolo.tonucci@lehman.com]; Lowitt, Ian T [ilowitt@lehman.com]; O'Meara, Chris M (NY) [comeara@lehman.com]
To: Stucchio, Anthony [astucchi@lehman.com]; Burke, William T [wburke@lehman.com]; Lee, Mark [mark.lee@lehman.com]
From: Kelly, Martin [martin.kelly@lehman.com]
Sent: Mon 9/22/2008 1:07:32 AM

Guys - s e c told us we need to do a 15c3 calc for each of the accounts that transfer and those which will not before they are comfortable releasing cushion/surplus to barclays. We agreed with Weil a mechanic to have value transferred to barclays as it frees. When we have the separate calculations done the s e c will permit us to transfer the \$1b. Once the ADP break is resolved, the team needs to focus on separate calculations in the next day or so. Let's discuss this in the am. Tnx - M

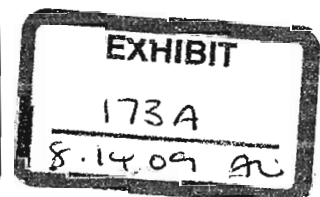


EXHIBIT I

To: McDade, Bart[bmcdade@lehman.com]
Cc: Kelly, Martin[martin.kelly@lehman.com]
From: O'Meara, Chris M (NY)
Sent: Mon 9/22/2008 12:59:05 AM
Importance: Low
Subject: 15c3-3
Categories: urn:content-classes:message

Bart - Good progress on this today. We just gave Ian the download. The lawyers say they have enough to go on. The LEH regulatory team and the Barclays regulatory team have had 2 meetings on this today and will have one more tonight, once the remaining big reconciliation break has been solved. Barclays reps are much more comfortable than this am, but still substantial challenges (I think they are manageable). We spoke with SEC as well to tell them the plan and explain that some amount of the excess 15c3-3 lock-up is part of the purchase price consideration. They don't object, but want to see the info once the reconciliation break has been resolved, and want to ensure that all customer balances are moved cleanly before authorizing the release of the cushions. We're in my office 5-9295. C

MOVANTS' TRIAL
EXHIBIT

453